

**MINUTES OF THE MEETING OF THE  
UNIFORM COMMERCIAL CODE COMMITTEE  
OF THE STATE BAR OF CALIFORNIA**

July 7, 2004  
9:30 a.m. to 11:45 a.m.  
Videoconference Meeting at  
Morrison & Foerster's  
Los Angeles, San Francisco, Palo Alto and San Diego Offices

The July 7, 2004, meeting of the Uniform Commercial Code Committee (the "Committee") was called to order at approximately 9:30 a.m. with Andrew Erskine and Pauline Stevens presiding.

**A. ADMINISTRATIVE MATTERS.**

1. **Appointment of Secretary.** Samantha Good was appointed as the Committee secretary and the duties of the Committee secretary were discussed and agreed to include, among other things, taking and retaining meeting minutes, Committee membership lists and all meeting materials. Samantha Good proposed establishing a password-protected website where such materials would be available to Committee members.

2. **Roll Call.** The Committee agreed that at the outset of each meeting there would be a roll call to establish attendance at the meetings. Roll was called.

3. **Approval of June 9, 2004 Meeting Minutes.** The minutes of the June 9, 2004 meeting were approved in the form disseminated prior to the meeting.

4. **Chair of the Articles 3 and 4 Subcommittee.** The Committee confirmed Arnold Rosenberg's appointment as chair of the Articles 3 and 4 subcommittee.

5. **Future Meeting Dates/Locations.** The Committee reconfirmed and established the September meeting to be held September 13, 2004, by videoconference at 9:30 a.m. at the offices of Pillsbury Winthrop, LLP in Los Angeles, San Francisco, San Diego, Palo Alto and Sacramento. The Committee also agreed to establish October 29, 2004, as the date of the next in-person meeting to be held in Burbank/Los Angeles. The Committee agreed that new Committee members would be invited to the September meeting pursuant to their membership invitation letter, which invitation letter would also mention the October 29<sup>th</sup> meeting and specific invitations to subcommittees.

6. **Committee Membership Status.** The Committee acknowledged that Dena Cruz had resigned from the Committee. It was acknowledged that the executive committee has to be kept current on the Committee's membership. Vasco Morais advised the Committee that he was in the process of investigating the membership status of several members and the Committee agreed that pending the outcome of that investigation that membership invitations should be given to fill any vacancies. It was agreed that Sandra Shippey would advise the Executive Committee of the resignation..

## **B. SUBCOMMITTEE REPORTS.**

1. **Report of the Article 2/2A Subcommittee.** Paul Barkes updated the Committee on the ongoing work of the Article 2/2A subcommittee and confirmed a need for additional assistance for the editing of the Article 2/2A report.

2. **Report on Foreign Filing Systems Subcommittee.** Arnold Rosenberg updated the Committee on the status of the Foreign Filing Systems subcommittee.

3. **Report on the Opinion Subcommittee.** Peter Szurley reported that he was nearing completion of his edit of the Report, and expected to transmit the product to the Opinions Subcommittee of the UCC Committee.

4. **Report of the Hidden Lien Subcommittee.** Bob Anderson updated the Committee on the status of the Hidden Lien Subcommittee and on past contact with the BLS Insolvency Committee. The current timeframe is for an article to be produced by the end of the year.

5. **Report on Website Review and Development Project.** Vasco Morais reported that the Website had been updated recently with the “2003 Commercial Law Developments”. Vasco further noted that the table of contents page numbering hyperlinks within the document were incorrect and that should be corrected. The problem was in the PDF file received from Steven O. Weise, but was likely caused by the conversion of the Word file to PDF.

6. **Report of Subcommittee on Uniform Certificate of Title Act.** Konrad Schreier updated the Committee on the status of the current draft of the Uniform Certificate of Title Act and the Subcommittee’s comments.

7. **Report of Legislative Subcommittee.** Andy Erskine summarized the subcommittee’s report on methodology used during the 2003—2004 Legislative session and suggested enhancements and recommendations for upcoming years.

8. **Updates on Future Programs.** Bob Anderson discussed the upcoming October 9<sup>th</sup> program on hidden liens. There was some discussion of a possible joint presentation with the Insolvency Committee but it would have to occur after the October program, as the Insolvency Committee has indicated it would not be able to do anything that soon.

9. **Report on Publications and Programs.** Konrad Schreier advised the Committee of the recommendation by the BLS that when the Committee prepares a presentation, article or CLE program that it also revise such materials to be applicable of each of such forums, i.e., make an article and CLE program out of a presentation.

**C. SECRETARY OF STATE AUTOMATION PROJECT.** The Committee discussed the upcoming July 13<sup>th</sup> WebEx demonstration of the automation project. Vasco Morais announced that the Secretary of State’s office was working with the offices of Morrison and Forster to get the technical issues for the demonstration worked out. Roll out of the system is now pushed out to “the end of July”, according to the latest estimates from Kathleen Vasquez.

**D. OTHER**

1. **Consideration of Subcommittee on Electronic Commerce.** The Committee discussed the desirability of appointing a subcommittee on electronic commerce to address electronic commerce issues, including the development of electronic chattel paper, issues relating to MERS notes, developments with respect to electronic signatures, and other areas. It was determined that such a subcommittee should be appointed, and Hugh Lawrence was appointed as chair.
2. **Possible Appointment of Liaisons to Other BLS Committees.** There was discussion regarding the appointment of liaisons to other BLS committees. Bob Anderson volunteered to serve as liaison to the Insolvency Committee. Other committees that were discussed were the Financial Institutions, Consumer Financial Services, Debtor-Creditor and Cyberspace Committees.

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The meeting was adjourned at approximately [11:45 a.m.]